

TO: Downtown San Leandro Community Benefit District Property Owners  
DATE: September 9, 2014  
SUBJECT: Annual Nominations to the Downtown San Leandro Community Benefit District Board of Directors

Dear Downtown San Leandro Community Benefit District Property Owner:

The Downtown San Leandro Community Benefit District ("DISTRICT") is a Community Benefit District ("CBD") Management Corporation committed to revitalizing San Leandro's historic Downtown by maintaining cleanliness and order in the public rights-of-way, improving district identity, fostering cultural opportunities, creating and maintaining new public spaces, and advocating on behalf of the district stakeholders. These services have been funded by the assessments generated by the Downtown San Leandro Community Benefit District, which was overwhelmingly approved by property owners in July 2013.

The "DISTRICT" is a non-profit public benefit district management corporation that is under contract with the City of San Leandro to disburse the revenues of the CBD on behalf of the property owners in the district. The "DISTRICT" is governed by a volunteer board of directors, which hold annual elections every November.

This annual nomination process is open to all interested property owners who are current on their CBD assessment payments and are supportive of the goals and policies of the board. Business owners and other community members are also welcome to serve on the board as Tenant or Community at Large representatives.

Please keep in mind when nominating yourself or others to the board that this is a working board of directors and requires active participation on a monthly basis. We seek active committed business and property owners who wish to rapidly improve the commerce, image and amenities of Downtown San Leandro. Volunteer board members are:

1. Required to regularly participate in one of the active committees of the board (Please see attached description of Committee Structure);
2. Expected to help raise funds for the board and its activities;
3. Required to support the goals and policies of the board;
4. Required to attend all regular Board meetings unless excused; and
5. Required to be current on all CBD assessment payments.

101 Estudillo Avenue  
San Leandro, CA 94577

downtownsanleandro.com



ph 510 281 0703  
fx 510 281 0704

***Board members can expect to spend an average of 50 hours a year working on CBD business.***

If you are interested in becoming a member of the board of directors of the Downtown San Leandro Community Benefit District, please take a moment to fill out the attached nominations form. You may nominate yourself or another qualifying individual to the board. The selected nominees or candidates for the open board seats will be voted in and announced at our Annual Elections meeting to be held on Thursday, November 6<sup>th</sup> at 9:00 a.m. in the Trustees Room of the San Leandro Main Library, located at 385 Estudillo Avenue, San Leandro, California.

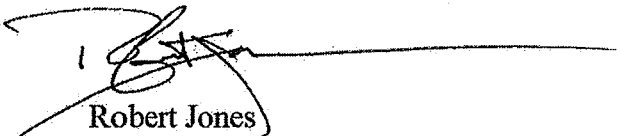
Schedule for Annual Election Meeting:

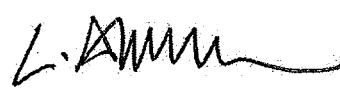
|   |   |
|---|---|
| <i>Nomination Letters Distributed to Property Owners:</i> | September 9, 2014   |
| <i>Nominations due to district staff:</i>                 | October 22, 2014  |
| <i>Annual Elections Meeting Held:</i>                     | Thursday, November 6, 2014<br>9:00am at<br>Trustee's Room<br>San Leandro Main Library<br>385 Estudillo Avenue |

The nominations are due in the Downtown San Leandro Association office at 101 Estudillo Avenue by Wednesday, October 22, 2014 at 4:00 p.m. Nominations received after that date may not be considered for selection to the board. Nominations may be dropped off or mailed to 101 Estudillo Avenue, San Leandro, CA 94577, or scanned and e-mailed to [rezsin@downtownsanleandro.com](mailto:rezsin@downtownsanleandro.com)

If you have any questions regarding this process, please call our Executive Director, Rezsine Gonzalez at 510-281-0703. Thank you for your ongoing efforts to improve Downtown San Leandro for everyone involved.

Sincerely,

  
Robert Jones  
Secretary

  
Larry Allphin  
Interim Board President

## Downtown San Leandro Community Benefit District

### Board of Directors Nomination Form

Please return to the Downtown San Leandro Community Benefit District Office Staff by  
**4:00 p.m., Wednesday, October 22, 2014**

Mail to 101 Estudillo Avenue, San Leandro, CA 94577 or  
Scan and email to [rezsin@downtownsanleandro.com](mailto:rezsin@downtownsanleandro.com)

This form will nominate one (1) individual for a seat on the Downtown San Leandro Community Benefit District Board of Directors commencing November 2014 and serving for either 1 or 2 years.

Would you like to nominate yourself to the board of directors? Yes \_\_\_ No \_\_\_

Would you like to nominate someone else to the board of directors? Yes \_\_\_ No \_\_\_

Do you understand and support the goals of  
the Downtown San Leandro Community Benefit District? Yes \_\_\_ No \_\_\_

Name of nominee: \_\_\_\_\_

Address of Property represented: \_\_\_\_\_

Owner of Property Represented: \_\_\_\_\_

Are you currently serving on a committee of the board? Yes \_\_\_ No \_\_\_

If so, what committee? \_\_\_\_\_

**Before signing this nomination** please consider the time required to be an active member of the Downtown San Leandro Community Benefit District Board of Directors. *Please see the included letter for specific requirements.*

Your name: \_\_\_\_\_  
(Print name) (Sign name)

Date signed: \_\_\_\_\_

**Please see reverse** →

*Downtown San Leandro Association Committee Structure -2014*

| "DISTRICT" Committee  | Mission  |
|---|--|
| <p><b>Executive Committee</b><br/><b>("ORG")</b></p> <p><b>Chair: Interim President, Larry Allphin</b></p> <p><i>This committee consists of the President and Officers of the Corporation</i></p> | <p>The Organization Committee oversees the general administration of the corporations, ensures the effective operations of the board, acts as the coordinating framework through which the other committees function efficiently, and works to increase involvement and support for the organizations.</p> <p><b>The ORG Committee meets every month, generally on the third Thursday of the Month at 9:30am</b></p>   |
| <p><b>Sidewalk Operations, Beautification and Order Committee</b><br/><b>("SOBO")</b></p> <p><b>Chair: Dee Kerry</b></p>  | <p>The SOBO committee oversees all beautification services, all service providers or employees involved in the maintenance and improvement of the public rights of way, as well as relations with SLPD, BART, and other such organizations.</p> <p><b>The SOBO Committee meets every month, generally on the third Thursday of the Month at 9:00am</b></p>   |
| <p><b>District Identity and Streetscape Improvement Committee</b><br/><b>("DISI")</b></p> <p><b>Chair: Larry Allphin</b></p>  | <p>The DISI Committee oversees the branding, marketing, allocation of grants, and the design of projects and events, which will enhance the Downtown. Through diligent planning and thoughtful allocation of resources, the DISI committee designs projects that effectively beautify and enhance the district for the long term, creating vibrant and celebrated public spaces.</p> <p><b>The DISI Committee meets every month, generally on the first Tuesday of the Month at 9:00am</b></p> |
| <p><b>Land Use Committee</b><br/><b>(Currently Inactive)</b></p> <p><b>Chair: none</b></p>  | <p>The Land Use committee monitors all issues related to planning, zoning, parking, parking meter revenues, parking enforcement, transportation, mixed use developments, FARs, and the review of new construction and its impact. This committee handles all communication with the City Planning Commission.</p> <p><b>The Land Use Committee is currently inactive.</b></p>  |

**ARTICLE 3  
MEMBERSHIP**

**SECTION 1. NO MEMBERS**

A) This Corporation shall have no members, as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the board of directors. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law, and no such reference shall constitute anyone a member of this Corporation.

**ARTICLE 4  
ELECTION OF DIRECTORS**

**SECTION 1. NOMINATION AND ELECTION**

A) Not less than forty five (45) days before the date set forth for the Annual meeting of the Directors, the President shall request that the Board appoint at least three (3) members as the Nominating Committee which shall include the President and at least two of the Directors of the Corporation to solicit nominees for consideration and election as Directors, and the names, so proposed, shall be presented to the Board of Directors at its Annual meeting.

1. Any Director may, at such meeting, nominate any other qualified person(s) as nominees for the Board.

2. The Nominations Committee shall mail nomination forms to all eligible property owners consistent Article 4, Section 2 (b). The nomination forms shall be mailed out at least 35 days prior to the date set for the Annual meeting. A due date of at least 10 days prior to the Annual Meeting date shall be stated as the deadline for submitting nominations to the Nominations Committee;

3. The nominees, who have been deemed to be qualified, consistent with Article 4, Section 2, shall be presented to the Board for consideration of appointment to the Board at its Annual elections meeting.

4. The Board may vote to accept some or all of the nominees submitted by the Nominations Committee at the Annual Meeting based upon the conditions set forth in Article 4, Section 2 (a) and (b). The Board shall vote to accept all or some of the nominees based upon the seats allocated consistent with Article V, Section 1 (a) in the bylaws. Nominations may also be made from the floor by current Board members at the Annual meeting provided the nominees are qualified consistent with Article 4, Section 2.

## **SECTION 2. QUALIFICATION**

- A) Members of the Downtown San Leandro Community shall be eligible for nomination to the Board of Directors based upon:
1. their active participation with the corporation including its committees, task forces or otherwise for a period of not less than one (1) year, and
  2. support for the policies and goals of the corporation.

In addition, nominees shall only be eligible for election to those positions for which they qualify as a property owner or Community At Large member under Article 4, Section 2 (B).

An interim Board of Directors shall be self-appointed in September of 2013 to oversee creation and functioning of the corporation including the adoption of the articles of incorporation as well as the bylaws of the corporation. The interim Board shall serve until qualifications for membership have been met, estimated to be by June of 2014. Thereafter, and prior to November 2014, the first appointment of the Board of Directors shall be made at the 2014 Annual meeting.

B) Eligibility shall be determined by:

- 1) *Property Owner Members*: full payment of property assessments by a property owner into the Downtown San Leandro Community Benefit District for the previous and current fiscal years that such assessments were due; or
- 2) *Community at Large Members*: a business tenant, or community member who resides and/or operates a business within the boundaries of the Downtown San Leandro CBD that the Board deems would be an important contributing member to implement the goals of the corporation and whose appointment shall allow the corporation to fulfill its goals as a public benefit corporation. Appointment of Community At Large members may also include those individuals who do not reside or operate a business within the Downtown San Leandro CBD but who the Board believes shall allow the corporation to fulfill its goals as a public benefit corporation.

**ARTICLE 5  
DIRECTORS**

**SECTION 1. NUMBER AND TERM**

- A) The corporation shall have a minimum of nine (9) and a maximum of twenty-five (25) Directors and collectively they shall be known as the Board of Directors. The exact number of Directors shall be fixed from time-to-time by resolution and amendment of these bylaws by the Board of Directors. Subject to the foregoing provisions for changing the number of Directors, the following seats shall be allocated to the Board of Directors based upon their financial contribution, as a group, to the operation of the Association. The allocation of categories of Board seats shall be as follows:
- 1) At least two thirds (2/3) of the seats on the Board of Directors at all times and within a specific year, shall be filled by property owners , or representatives of property owners, who have fully paid into the current fiscal year of the Downtown San Leandro Community Benefit District;
  - 2) The balance of seats shall be filled by “Community at large” members, including business tenants, residential tenants, or other at community at-large members. The Directors shall be elected in accordance with Article 4, Sections 1 and 2 for two (2) year terms beginning on the date of election to replace those Directors whose terms are then expiring. During the first full nomination and election of the Board in the summer or Fall of 2014, 50% of the property owner directors shall serve two year terms and 50% shall serve one year terms. This staggering of seats will ensure that the entire Board is not replaced within one calendar year. Commencing 2015, and thereafter, all property owner seats shall serve 2 year terms from the date of the Annual Meeting.